

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

LAWRENCE ZUCKER, on Behalf of Himself and
all Others Similarly Situated,

Plaintiff,

v.

FEDERATED SHAREHOLDER SERVICES
COMPANY, JOHN F. DONAHUE, J.
CHRISTOPHER DONAHUE, LAWRENCE D.
ELLIS, THOMAS G. BIGLEY, JOHN T.
CONROY, JR., NICHOLAS P. CONSTANTAKIS,
JOHN F. CUNNINGHAM, PETER E. MADDEN,
CHARLES F. MANSFIELD, JR., JOHN E.
MURRAY, JR., MARJORIE P. SMUTS, JOHN S.
WALSH and FEDERATED SECURITIES CORP.,

Defendants.

Case Number: 05-11831 NMG

**[PROPOSED] ORDER ON JOINT MOTION TO TRANSFER CASE TO UNITED
STATES DISTRICT COURT FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

AND NOW, this ____ day of _____, 2005, upon review of the parties' Joint
Motion to Transfer Case to United States District Court for the Western District of Pennsylvania,
IT IS ORDERED that:

1. The Joint Motion made by the parties to transfer this case to the United
States District Court for the District of Pennsylvania is GRANTED.

2. Defendants need not file a motion, answer or other response to the
complaint filed in this Court on September 8, 2005 until a date set by the Court in the Western
District of Pennsylvania.

3. Pursuant to 28 U.S.C. §§ 1404(a) and 1406(a), this Court transfers this case to the United States District Court for the Western District of Pennsylvania.

4. The Court directs the Clerk of the Court to transfer this case to the United States District Court for the Western District of Pennsylvania.

SO ORDERED:

Nathaniel M. Gorton
United States District Judge